

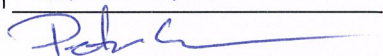
Kongsberg Maritime Denmark A/S
Østre Havnepromenade 34
DK-9000 Aalborg

Kongsberg Maritime Denmark A/S

Annual report 2018

The annual report was presented and approved at the
Company's annual general meeting

on 27 MAY 2019



chairman

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Kongsberg Maritime Denmark A/S for the financial year 1 January – 31 December 2018.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2018 and of the results of the Company's operations for the financial year 1 January – 31 December 2018.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's activities and financial matters, of the results for the year and of the Company's financial position.

We recommend that the annual report be approved at the annual general meeting.

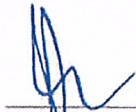
Aalborg, 27 May 2019

Executive Board:

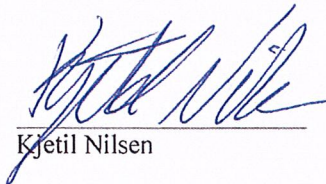


Peter Studsbjerg

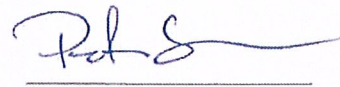
Board of Directors:



Anders Troels Skjoldborg
Chairman



Kjetil Nilsen



Peter Studsbjerg

Independent Auditor's Report

To the Shareholder of Kongsberg Maritime Denmark A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2018, and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Kongsberg Maritime Denmark A/S for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as

Management determines it necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Aalborg, 27 May 2019

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Jan Bunk Harbo Larsen
State Authorised Public Accountant
mne30224

Rasmus Møllergaard Stenskrog
State Authorised Public Accountant
mne34161

Management's review

Company details

Kongsberg Maritime Denmark A/S
Østre Havnepromenade 34
DK-9000 Aalborg

Telephone: +45 99 30 36 00

Telefax: +45 99 30 36 01

CVR no.: 38 68 41 16

Established: 26 July 1960

Registered office: Aalborg

Financial year: 1 January – 31 December

Board of Directors

Anders Troels Skjoldborg (Chairman)

Kjetil Nilsen

Peter Studsbjerg

Executive Board

Peter Studsbjerg

Auditor

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Skelagervej 1A
DK-9000 Aalborg
Denmark

Annual general meeting

The annual general meeting will be held on 27 May 2019.

Management's review

Financial highlights

DKKm	2018	2017	2016	2015	2014
Gross profit	43,1	41,4	48.8	51.8	67.7
Ordinary operating profit	2,8	-0,6	6.6	7.6	21.0
Profit from financial income and expenses	-0,2	-0,6	-0.4	-0.3	-0.4
Profit for the year	2,0	-1,0	4.7	5.1	15.5
Total assets	92,6	85,9	79.4	74.9	76.6
Equity	70,0	68,0	69.0	64.2	59.1
Return on invested capital	3,1%	-0,7%	8.6%	10.1%	25.0%
Return on equity	2,9%	-1,4%	7.1%	8.3%	23.3%
Solvency ratio	75,6%	79,2%	86.9%	85.8%	77.2%
Average number of full-time employees	40	45	51	55	58

Financial ratios

Financial ratios are calculated in accordance with the latest version of the Danish Society of Financial Analysts' guidelines on the calculation of financial ratios "Recommendations and Financial Ratios".

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Return on invested capital	$\frac{\text{Operating profit/loss} \times 100}{\text{Average invested capital}}$
Return on equity	$\frac{\text{Profit/loss from ordinary activities after tax} \times 100}{\text{Average equity}}$
Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total equity and liabilities at year end}}$

Management's review

Operating review

Principal activities of the Company

The Company acts as agent in Denmark for the sale of products of the Rolls-Royce Group. In addition, the Company is engaged in trading, service and repair.

The activities of Rolls Royce Marine A/S have been acquired by the Norwegian Kongsberg Group with effect from 1 April 2019. Consequently the Company has changed name to Kongsberg Maritime Denmark A/S

Development in activities and financial position

Profit for the year after tax came in at DKK 1.979 thousand as against a loss of DKK 950 thousand for 2017.

Profit for the year is considered satisfactory as positive results were expected for 2018.

Events after the balance sheet date

No events have occurred after the balance sheet date which could materially affect the financial position of the Company.

Outlook for 2019

The Company expects to improve profitability in 2019 and to report results up on 2018.

Risks

Currency risks

Operations are primarily settled in DKK and EUR. Foreign exchange fluctuations are deemed not to have any significant impact on results.

Environment

The Company has maintained its certifications according to DS/EN ISO 14001 and DS/EN OHSAS 18001.

Intellectual capital

The primary intellectual resources of Kongsberg Maritime Denmark A/S are its employees and their knowledge.

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2018	2017
Gross profit		43,126	41,362
Staff costs	2	-39,897	-41,470
Depreciation of fixed assets	3	-473	-483
Ordinary operating profit		2,756	-591
Financial income		467	363
Financial expenses		-654	-984
Profit before tax		2,569	-1,212
Tax on profit for the year	4	-590	262
Profit for the year	5	1,979	-950

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2018	2017
ASSETS			
Fixed assets			
Property, plant and equipment			
Leasehold improvements	6	1,089	1,452
Plant and machinery		0	110
Fixtures and fittings, tools and equipment		0	0
Total fixed assets		1,089	1,562
Current assets			
Inventories			
Raw materials and consumables		2,397	2,479
		2,397	2,479
Receivables			
Trade receivables		9,985	10,467
Contract work in progress		5,482	3,460
Receivables from group entities		8,710	17,028
Other receivables		1,922	1,623
Corporation tax receivables		135	236
Deferred tax asset	7	218	207
		26,452	33,021
Cash at bank and in hand		62,694	48,844
Total current assets		91,543	84,344
TOTAL ASSETS		92,632	85,906

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2018	2017
EQUITY AND LIABILITIES			
Equity			
Share capital	8	550	550
Proposed dividends for the financial year		40,000	0
Retained earnings		29,467	67,488
Total equity		70,017	68,038
Liabilities			
Current liabilities			
Trade payables		874	685
Payables to group entities		8,821	5,249
Other payables		6,501	11,118
Prepayments received from customers		6,419	816
Total liabilities other than provisions		22,615	17,868
TOTAL EQUITY AND LIABILITIES		92,632	85,906
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Financial statements 1 January – 31 December

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Proposed dividends	Total
Equity at 1 January 2018	550	67,488	0	68,038
Profit for the year	0	-38,021	40,000	1,979
Equity at 31 December 2018	550	29,467	40,000	70,017

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Kongsberg Maritime Denmark A/S for 2018 has been presented in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are included in the cash flow statement in the consolidated financial statements of Rolls-Royce Holdings plc.

Foreign currency translation

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rates at the transaction date.

Receivables and payables in foreign currencies are translated into Danish kroner at the exchange rates at the balance sheet date. Realised and unrealised exchange gains and losses are recognised in the income statement as financial income and expenses.

Income statement

Revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement when delivery and transfer of risk to the buyer have taken place and provided that the income can be reliably measured and is expected to be received.

Sale of services are recognised in the income statement after completion due to uncertainties related to the estimation of sales value.

Revenue is measured at fair value of the agreed consideration ex. VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

Construction contract, for which highly customised products are delivered, are recognised as revenue by reference to the stage of completion. Accordingly, revenue corresponds to the selling price of work performed during the year (the percentage-of-completion method). When the income from a construction contract cannot be estimated reliably, revenue is recognised only at costs incurred and only to the extent that the recovery thereof is likely.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Operating costs

Operating costs are comprised by costs related to distribution, sales, advertising, administration, lease expenses, loss on debtors etc.

Gross profit

In accordance with section 32 of the Danish Financial Statements Act, revenue, operating costs, and other external costs are aggregated into the financial statement caption, gross profit.

Staff costs

Staff costs comprise salaries and wages, including holiday allowance, pension and other social security costs, etc. to the Company's employees.

Depreciations of fixed assets

Depreciations of fixed assets comprise depreciations of fixed assets.

Financial income and expenses

Financial income and expenses comprise interest income and expenses, currency adjustments, and amortisation of financial assets.

Tax on profit for the year

Tax for the year comprises current tax on the taxable income and changes in deferred tax for the year.

Additions, deductions and refunds, etc. regarding tax payments are recognised as financial income and expenses.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Leasehold improvements, plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use.

Depreciation is provided on a straight-line basis over the estimated useful lives of the assets. The estimated useful lives are as follows:

Leasehold improvements	5-10 years
Plant and machinery	3-5 years
Fixtures and fittings, tools and equipment	3-5 years

Property, plant and equipment are written down to the recoverable amount if this is lower than the carrying amount. The carrying amount of plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Inventories

Inventories are measured at cost in accordance with the weighted average. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Inventories are measured at cost, comprising purchase price plus delivery costs.

The net realisable value of inventories is calculated as the sales amount and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in forecast sales price.

Receivables

Receivables are measured at amortised cost. Write-down to net realisable value is made for bad debt losses.

Contract work in progress

Construction contracts are measured at the selling price of the work performed. The selling price is measured by reference to the stage of completion at the balance sheet date and total expected income from the contract.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

When the selling price of a construction contract cannot be measured reliably, the selling price is measured at the lower costs incurred and net realisable value.

Individual construction contracts are recognised in the balance sheet under either receivables or payables. Net assets are determined as the sum of construction contracts where the selling price of the work performed exceeds progress billings. Net liabilities are determined as the sum of construction contracts where progress billings exceeds the selling price.

Selling costs and costs incurred in securing contracts recognised in the income statement when incurred.

Equity

Proposed dividends are recognised as a liability at the date on which they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item in equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised on the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured at 22% on all temporary differences between the carrying amount and the tax value of current and fixed assets. If the tax value exceeds book value, a computed amount for future tax savings is capitalised provided that it is likely that the allowance can be utilised by a set-off against future tax profits.

Financial liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities comprising trade payables, payables to group entities and other payables are measured at amortised cost.

Prepayments received from customers

Prepayments received from customers comprise payments received regarding income in subsequent years.

Financial statements 1 January – 31 December

Notes

	2018	2017
DKK'000		
2 Staff costs		
Wages and salaries	35,580	36,884
Pensions	3,876	4,021
Other social security costs	441	565
	<u>39,897</u>	<u>41,470</u>
Average number of full-time employees	<u>40</u>	<u>45</u>
<p>Remuneration of the Company's Management and Board of Directors is not disclosed pursuant to section 98b(3)(ii) of the Danish Financial Statements Act.</p>		
3 Depreciation of fixed assets		
Leasehold improvements	363	362
Plant and machinery	110	121
	<u>473</u>	<u>483</u>
4 Tax on profit for the year		
Tax on profit	590	-262
	<u>590</u>	<u>-262</u>
<p>which is specified as follows:</p>		
Tax on profit for the year	601	-236
Adjustment for the year of deferred tax	-11	-26
	<u>590</u>	<u>-262</u>
5 Proposed profit appropriation		
Proposed dividends for the financial year	40,000	0
Retained earnings	-38,021	-950
	<u>1,979</u>	<u>-950</u>

Financial statements 1 January – 31 December

Notes

6 Property, plant and equipment

DKK'000	Leasehold improve- ments	Plant and machinery	Fixtures and fittings, tools and equipment	Total
Cost at 1 January 2018	3,768	2,875	843	7,486
Cost at 31 December 2018	3,768	2,875	843	7,486
Depreciation and impairment losses at 1 January 2018	2,316	2,765	843	5,924
Depreciation for the year	363	110	0	473
Depreciation and impairment losses at 31 December 2018	2,679	2,875	843	6,397
Carrying amount at 31 December 2018	1,089	0	0	1,089
Depreciated over	5-10 years	3-5 years	3-5 years	

DKK'000	2018	2017
7 Provisions for deferred tax		
Deferred tax at 1 January	207	181
Deferred tax adjustment	11	26
Deferred tax at 31 December	218	207

Deferred tax assets arise from deferred tax on property, plant and equipment. Deferred tax asset is expected to be exploited through future earnings.

8 Equity

The share capital consists of 5 shares of a nominal value of DKK 550.000. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.

9 Contractual obligations, contingencies, etc.

Contractual obligations

The Company has entered into leases for buildings, vehicles and office equipment at a total of DKK 15,091 thousand, of which DKK 2,414 thousand is to be paid the first year.

Financial statements 1 January – 31 December

Notes

9 Contractual obligations, contingencies, etc. (continued)

Contingent liabilities

In January 2017, after full cooperation, companies within the Rolls-Royce group concluded deferred prosecution agreements with the SFO and the US Department of Justice and a leniency agreement with the MPF, the Brazilian federal prosecutors. Prosecutions of individuals may follow and other investigations or enforcement action may be taken by other authorities. In addition, we could still be affected by actions from customers and customers' financiers. The Directors of those companies are not currently aware of any matters that are likely to lead to a material financial loss, but cannot anticipate all the possible actions that may be taken or their potential consequences. There are no financial consequences of these agreements on the Company.

Joint taxation

The Company is jointly taxed with Bergen Engines Denmark A/S. Together with the other companies included in the joint taxation, the Company has joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties. Any subsequent correction of the taxable joint taxation income or withholding taxes might increase the Company's liability.

10 Related party disclosures

Kongsberg Maritime Denmark A/S' related parties comprise the following:

Control

Ulstein Holding AS, Postboks 1522, 6025 Ålesund

Ulstein Holding AS holds the majority of the share capital in the Company

Kongsberg Maritime Denmark A/S is part of the consolidated financial statements of Rolls-Royce Holdings plc, London, England.

The consolidated financial statements of Rolls-Royce Holdings plc can be obtained by contacting the Company or at the following website: <https://www.rolls-royce.com/investors/>

Related party transactions

The Company has no transactions that are not carried out on an arm's length basis in accordance with section 98c(7) of the Danish Financial Statements Act.

11 Events after the balance sheet date

No events have occurred after the balance sheet date to this date that would influence the assessment and evaluation of this annual report in substantial way.